

(Name of Show)

("Title of Episode")

by

(Name of First Writer)

(Based on, If Any)

Revisions by

(Names of Subsequent Writers,
in Order of Work Performed)

Current Revisions by
(Current Writer, date)

Name (of company, if applicable)

Address

Phone Number

BEN 10: ALIEN FORCE
"If All Else Fails"
by Adam Beechen

**

TEASER

FADE IN:

EXT. DESERT - DUSK

**

A JACKRABBIT nibbles brush beneath a DISTINCTIVE ROCK FORMATION on a pretty day.

Suddenly, the rabbit looks up, scared, its ears straight up.
The ground <RUMBLES>, and PEBBLES fall from the rocks above.
It's an EARTHQUAKE, a good one, <CRACKS> forming in the sun-baked ground. The rabbit scurries away.

*

*

*

TILT DOWN - Through a CROSS-SECTION POV of the layers of earth below, all shaking. Finally, we come to a REINFORCED CHAMBER deep below the surface.

*

INT. BUNKER - CONTINUOUS

PAN through the <RATTLING> bunker, and the Highbreed TECHNOLOGY contained within. Finally, we stop on a SUSPENDED ANIMATION CHAMBER, with a Highbreed inside!

*

CUT TO:

EXT. TRAILER PARK - SIMULTANEOUS

The kids are outside the Rustbucket, setting up a PICNIC TABLE as GRANDPA MAX works a barbecue loaded with what appears to be burgers and fries. SLEEPING BAGS are laid out on the ground.

*

*

MAX

I only had enough charge for one ray blast, but I knew I was faster than a Plutonian, so...

*

*

KEVIN rolls his eyes. GWEN leans in toward him, smiling.

**

GWEN

(sotto)

Having fun?

**

KEVIN

(sotto)

Pros of campouts? Fresh air, barbecue burgers. Cons of campouts? Grandpa Max's Old Plumber stories we've heard ten times before.

*

*

Kevin moves closer to Max, eyeing a <SIZZLING> burger.

KEVIN (CONT'D)
You said you were going to tell a
story about my dad.

He reaches for the burger. Max lightly <WHACKS> his hands
with the tongs.

KEVIN (CONT'D)
Ow!

MAX
A story's a lot like barbecue
squid. Can't rush either one.

KEVIN
Squid? I thought those were
hamburgers.

Ben bends down and peers at the grill.

BEN
That would explain the tentacles...

The ground SHAKES a bit.

GWEN
Whoa! Feel that? Earthquake!

CUT TO: **

INT. BUNKER - CONTINUOUS

The chamber continues to <SHAKE>, and LIGHTS on the
Highbreed'S SLEEP POD jar from RED to GREEN. It OPENS with a
<HISS>! The Highbreed staggers out, woozy, waking up.

BUNKER HIGHBREED
Uhhh...

Recovered, he looks around in despair.

BUNKER HIGHBREED (CONT'D)
Awake...

His expression changes to grim determination and he moves to
a CONSOLE, pressing a few <BUTTONS>.

BUNKER HIGHBREED (CONT'D)
Station log: My hybernation pod has
opened. That means the unthinkable
has occured. The war is lost. I
must complete my final mission.

He looks to a GLOWING BUTTON and makes a decision. *

CUT TO:

EXT. TRAILER PARK - CONTINUOUS

Max lifts Kevin's squid patty off the grill, moving it to a bun as Kevin watches hungrily. *

MAX

Zap! One shot took down the three of them. Now all I had to worry about was the bomb, but time was running out... *

Max hands Kevin the plate. *

KEVIN

This is a regular burger, right?

Ben leans over and lifts up the bun on Kevin's sandwich.

BEN

I see eyes and a beak in there. Is that okay? *

Suddenly, Max JOLTS. *

MAX

<GROANS>

KEVIN

I thought you liked weird food. **

INT. BUNKER

Bunker Highbreed PUSHES the GLOWING BUTTON. The control panel LIGHTS UP. **

BUNKER HIGBREED

The deed is done. **

EXT. TRAILER PARK - CONTINUOUS

Max screams. **

MAX

(SCREAMS)

He staggers into the Grill, knocking it over as he falls. The kids rush to his side. ** *

Ben 10 #XXX - "If All Else Fails" - 11/26/08 - 4.

BEN
Grandpa? Grandpa!

*

SMASH CUT TO MAIN TITLES!

*

ACT ONE

FADE IN:

EXT. TRAILER PARK - RESUME

Gwen and Ben take Max's arms to steady him as he gets back to *
his feet.

GWEN
Are you sure you're okay? **

MAX
I'm fine, thanks...Just got a *
little dizzy for a **second**. Let's **
eat!

KEVIN
I can't. You dumped my burger. *

GWEN
(concerned)
You dumped the whole grill. *
Remember?

MAX
That was the last of my ground *
octopus, too. **

As he talks, he begins cleaning up, by righting the grill. *

MAX (CONT'D)
I've got some hamburger meat in the *
freezer though. I guess we could **
eat that.

Kevin grins, holding out his plate eagerly.

KEVIN
Well, if you're out of the squid, *
what can we do? *

Max freezes again. *

MAX
(monotone)
Drone seeds located and activated.
Command and control sequence:
activated. Commencing command code
self-test... **
**
**
**
**
**

Max lowers his arm, letting the Grill fall over again. *

KEVIN
Wasn't hungry anyway.

*

BEN
Grandpa!

Max snaps out of it. He shakes his head as much to clear his *
head as he does out of embarrassment. He sees them looking at **
him.

MAX
What?

**

GWEN
It happened again.

**

BEN
We should get you looked at.

**

MAX
There's no need, I'm fine! Look!

**

He spreads his arms, and they wait to see if anything will
happen to him. Nothing does. The kids still look doubtful.

**

MAX (CONT'D)
Tell you what, let's get some
sleep, and if I'm still acting
goofy in the morning, we'll see
someone about it then.

Kevin and Gwen look to Ben. He wrestles with it, then nods.

*

BEN
Okay.

*

MAX
Goodnight kids.

**

**

Max smiles and stretches, using his free hand to scratch the **
back of his neck.

CLOSE to show a FINE, VINE-LIKE GROWTH spreading out from the *
base of Max's neck.

*

DISSOLVE TO:

EXT. TRAILER PARK - NIGHT

The three kids and Max sleep huddled in their individual
sleeping bags. All is silent.

*

Suddenly, Max stirs, suddenly SITTING UP in his sleeping bag. **
His eyes are GLAZED, and he cocks his head and seems to look
up at the stars.

CLOSE ON MAX, motionless. We see the VINE-LIKE GROWTH has *
spread, creeping around to the side of his face. *

DISSOLVE TO:

EXT. TRAILER PARK - THE NEXT MORNING

ON KEVIN, stirring in his sleeping back. He comes awake, *
<YAWNS> and starts rolling up his sleeping bag.

KEVIN
<YAWNS> I'll get the chow...Last **
time Max made breakfast we had **
scrambled eggs and eyeballs. **

Getting no response, he turns to see --

MAX'S SLEEPING BAG IS EMPTY, and the RUSTBUCKET is gone!

KEVIN (CONT'D)
Uh...Hey, Tennyson? Gwen? Wakey,
wakey...

Ben and Gwen come wake. They look around with alarm.

BEN
Where's the Rustbucket?

GWEN
Where's Grandpa Max?

KEVIN
Yeah, that's why I didn't let you
sleep in.

BEN
Gwen, can you get a fix on him?

Gwen's eyes GLOW for a moment.

GWEN
Got him. He's headed west.

Ben dashes for KEVIN'S CAR. Gwen follows.

BEN
Then so are we!

Kevin trudges after them.

KEVIN
(grumbling)
No dinner last night, no breakfast
this morning, what is this, fat
camp?

**
**
**
**

CUT TO:

EXT. DESERT - LATER

A group of FIVE ZOMBIFIED MEN AND WOMEN, covered with vines stand before the DISTINCTIVE ROCK FORMATION seen earlier, all looking down at the ground. After a moment, the RUSTBUCKET <RUMBLES UP> and comes to a stop. Max gets out and joins the others, still zombified.

*
*
*
**

MAX
(monotone)
Seedling three, reporting present.

**
**
**

ANOTHER MAN wanders up on foot from the other direction to take his place among the group.

ANOTHER MAN
Seedling two, reporting present.

**
**

MAX
(monotone)
Five of 91 seedlings present.
Sufficient animal biomass--

**
**
**
**

TILT DOWN again through the CROSS-SECTION POV until we come to the --

INT. BUNKER - CONTINUOUS

The BUNKER Highbreed watches the five Zombies on a screen.

**

MAX
(monotone)
-- for Failsafe activation.

**
**
**

BUNKER HIGHBREED
Excellent. Activating final stage.

**
**

Bunker Highbreed manipulates CONTROLS in front of a TERRARIUM-LIKE ENCLOSURE attached to MACHINES.

**
**

PLANT-LIKE TENDRILS rise from the soil of the terrarium and snake to the DIRT CEILING infiltrating it and working their way upwards.

CUT TO:

EXT. DESERT - MOMENTS LATER

As the zombified humans continue to stare at the ground, the tendrils <BURST> through the soil and TWINE around Max and the others, covering them completely. All is still for a moment, then the vines <PEEL BACK>, revealing an OPAQUE CHRYSALIS, the SILHOUETTES of the humans inside vaguely visible.

*

DISSOLVE TO:

EXT. KEVIN'S CAR - LATER

Kevin's car <SPEEDS> along the deserted highway.

GWEN (V.O.)
We go off-road from here.

KEVIN (V.O.)
You sure?

INT. KEVIN'S CAR - CONTINUOUS

Gwen, eyes closed, sits in the passenger seat, using her powers, eyes closed. Ben, in the back, leans forward with concern.

*

GWEN
I'm sure.

Kevin ACTIVATES a control on the dash.

**

EXT. KEVIN'S CAR - CONTINUOUS

The car MORPHS a set of large, OFF-ROAD TIRES, then angles off the highway, <BUMPING> across the desert.

**

*

EXT. DESERT - MOMENTS LATER

The car <SCREECHES> to a halt at the rock formation, the CHRYSALIS beneath it. The kids pile out and look at it in shock and horror.

*

BEN
What is it...?

GWEN moves close to it, her eyes glowing with power.

**

GWEN
I don't know, but that's Grandpa Max inside!

*

**

BEN
Not for long.

**

HOLD ON BEN, who <TAPS> his OMNITRIX! And TRANSFORMS into
SPIDERMONKEY.

*
**

SPIDERMONKEY
Spidermonkey!

**
**

Spidermonkey steps toward the chrysalis, popping razor-sharp
talons from his fingertips. He extends his INDEX FINGER.

**
**

SPIDERMONKEY (CONT'D)
I think I can cut this thing
open...

**
**

Suddenly, the BUNKER Highbreed steps around the other side of
the chrysalis, stepping between it and the kids. He holds a
Highbreed Raygun.

*

BUNKER HIGHBREED
Come no closer to the seedpod,
inferior filth!

**
**
*

GWEN
A Highbreed?!

**
**

KEVIN
Lighten up, willya? The war's over.

*

BUNKER HIGHBREED
Perhaps, but our defeat will bring
you nothing but sorrow, vermin.

**
*

SPIDERMONKEY
I'm getting my Grandpa out of
there. I'd step aside, if I were
you.

**
*
*

The Highbreed <FIRES> his weapon at him. Spidermonkey dodges
back, but the blast explodes at his feet, upending the rocky
ground he's standing on, and sending him backwards through
the air.

**
**
**

SPIDERMONKEY (CONT'D)
(flying CRY)

**
**

Spidermonkey goes over a cliff and disappears.

**

SPIDERMONKEY (CONT'D)
<Impact oof!>

**

Gwen leans over the edge to see Spidermonkey sprawled at the
bottom.

**

GWEN
You good?

**
*
*
**

SPIDERMONKEY
Cactus broke my fall.

Kevin MORPHS his fist into a spiked ball and charges.

KEVIN
Nobody smacks him around but me!

The Highbreed <FIRES> again. Kevin dodges and swings, but the Highbreed PARRIES with his weapon <CLANG>, then <BUTTS> it into Kevin's stomach, sending him reeling back.

KEVIN (CONT'D)
<Whoof!>

GWEN
That's enough with the gun.

Extending her hands, Gwen fires an <ENERGY BEAM> that knocks the rifle out of Highbreed's hands.

GWEN (CONT'D)
(EFFORT)

BUNKER HIGHBREED
(IMPACT)

Gwen follows up with a second Energy attack that pincers Highbreed's waist. The Highbreed grabs it in both hands and shakes it, sending a ripple down it like a wave in a jump rope. The wave reaches Gwen and bowls her over.

GWEN
(IMPACT)

Spidermonkey climbs out of his hole, arriving just as Kevin and Gwen scramble back to their feet.

SPIDERMONKEY
Let's try hitting him all at once,
not one at a time!

WIDE - The kids spread out, the Highbreed tries to face each in turn, not sure who to attack first.

But suddenly, there's a <WET RIPPING NOISE>, and everyone turns to see --

THE CHRYSALIS <SHREDDING> open, something GROWING up out of it, up and up, a HUMANOID PLANT-THING tens of feet tall, towering over all of them, its power and destructive capability apparent by its size!

SPIDERMONKEY (CONT'D)
Did not see that coming.

**
*

BUNKER HIGBREED
My mission is complete.

The Kids look way up at the Plant-Thing, which stands still, **
as though listening to silent orders.

KEVIN
We've smashed bigger guys than
that.

**
**
**

GWEN
When?

**
**

SPIDERMONKEY
No smashing, Grandpa Max is still
inside of that thing!

**
**
**

The Plant-Thing suddenly stalks away with giant, <THUNDERING> **
steps, <TEARING> free of the CHRYSALIS at its feet,
completely ignoring the kids. **

The kids turn to the Bunker Highbreed.

SPIDERMONKEY (CONT'D)
What did you do?!

**
*

BUNKER HIGBREED
(calmly)
I have activated the Failsafe.
Nothing can save you now. The
destruction of your world is at
hand.

*

**

**

*

OFF the kids' stunned reactions --

FADE OUT.

END OF ACT ONE

ACT TWO

FADE IN:

EXT. DESERT - RESUME

The kid and the Bunker Highbreed watch the Failsafe stride toward the horizon. **Spidermonkey** turns back to the Highbreed ** anxiously.

SPIDERMONKEY

What is that thing?!

**

**

BUNKER HIGHBREED

The end of the human infestation. **
The end of our war.

**

KEVIN

Don't you watch the news? The war
is over!

*

*

GWEN

We're friends now!

*

SPIDERMONKEY

Could we go back to the "end of the
human infestation" part?

**

*

**

BUNKER HIGHBREED

You are doomed.

**

**

SpiderMonkey stares up at the Highbreed, looking tough.

**

SPIDERMONKEY

Don't think so. You're going to
tell me how to stop that thing, or
I'm going to have to hurt you.

**

**

**

**

Spidermonkey suddenly <TRANSFORMS> back to Ben, who isn't happy about it.

**

**

BEN

Oh, figures. Stupid Omnitrix...

**

BUNKER HIGHBREED

I don't have time to toy with an
inferior. I go now to watch the
destruction of your pitiful
species.

**

**

**

**

**

The Highbreed unfurls his wings and flies off after the Failsafe.

**

**

KEVIN

C'mon, we'll follow in my car.

NEAR THE CAR

*

The kids arrive. Kevin opens the door. Ben stops.

*

BEN

Forget the car. I've got a better
idea.

*

He <TAPS> his OMNITRIX and TRANSFORMS into Humongosaurus.

*

HUMONGOSAUR

Waybig! Aw, man! **Humoungousaur.**

**

(beat)

Wonder if the Omnitrix is still
under warranty.

**

**

HUMONGOSAR grows to half the creature's size, runs it down
and **TACKLES** it from behind by the waist.

**

**

HUMONGOSAUR (CONT'D)

(TACKLE)

**

**

FAILSAFE easily <DRAGS> him along, never breaking stride, or
otherwise reacting. Humongousaur's feet dig TRENCHES in the
dirt.

**

**

*

HUMONGOSAUR (CONT'D)

(EFFORTS)

**

**

The Failsafe SLOWS marginally, but --

HUMONGOUSAUR

It barely knows I'm here!

*

KEVIN'S CAR

**

Has pulled up nearby. Kevin and Gwen just got out.

**

GWEN

Maybe I can get its attention!

*

She projects an **ENERGY** BARRIER in front of the Failsafe, but
it walks right THROUGH it. <SMASH>!

**

*

GWEN (CONT'D)

So not my day!

**

KEVIN rushes to the creature's ANKLE.

*

KEVIN

Maybe it just needs a good **pruning**!

*

**

He forms his arm into a BLADE and <SLASHES> at the Failsafe's foot, cutting through the plant matter there, but it's so big **
it doesn't matter. **

KEVIN (CONT'D) *
Huh. Usually I'm murder on
houseplants. *

The kids BREAK OFF for a moment to catch their breath. The Failsafe continues its <STOMPING MARCH> away from them. *

GWEN **
The problem is Grandpa Max is
inside that thing -- along with a
bunch of other people -- and we
don't want to hurt any of them. **

HUMONGOUSAUR *
So far, not really a problem. **

HUMUNGOSAUR races in front of the Failsafe and tries to full-on TACKLE it above the waist, <SLAMMING> into the thing!

HUMONGOUSAUR (CONT'D)
<Impact effort/oof!>

Humongousaur strains mightily, and the Failsafe actually comes to a stop.

GWEN rises on an ENERGY PYLON nearby, studying the Failsafe. *

GWEN *
Good job, Ben! Hold it still and
I'll look for weak spots!

HUMONGOUSAUR *
(straining)
Look...fast!

But with a SHRUG - the first real acknowledgement of the kids the Failsafe has shown -- the creature backhands Humongousaur **
aside like a doll. *

HUMONGOSAUR **
(IMPACT) **

His body smashes Gwen's pylon. *

HUMONGOSAUR/GWEN **
(IMPACT)

They both fall, but Humongosaur catches her. *

HUMONGOSAUR
(CATCH)

**
**

GWEN
(IMPACT)

**
**

KEVIN

**

Now ahead of the lumbering Failsafe, FORMS his arms into a PLOW that he uses to <DIG UP> a WIDE TRENCH in front of the Failsafe's path. Failsafe comes to the Trench, lifts a "foot" and pauses.

KEVIN
(smug)
What're you gonna do now?

*

But the Failsafe's lifted leg GROWS LONGER, extending, allowing it to step OVER the trench and continue on.

KEVIN (CONT'D)
That so worked in my head.

*

Gwen watches Humongosaur TRANSFORM back to BEN, as Kevin moves to join them.

*

KEVIN (CONT'D)
We've tried going easy, and we've tried goin' hard...Now what?!

**
**

BEN
We don't know enough about that thing to stop it!
(then; realizing)
But maybe there's someone who does.
Slow it down...I'll be back as soon as I can.

*

**
**
**

He starts running off, <TAPPING> his OMNITRIX and turning into Jetray.

*

Jetray takes to the air and <ZOOMS> away at high speed.

*

KEVIN
Would be nice if he'd let us in on the plan every once in a while.

*

*

**

GWEN
Can I borrow you for a second?

*

Gwen conjures an ENERGY PLATFORM, raising Kevin a few feet.

KEVIN
Sure. Now what?

*

GWEN

Now I throw you at it, real hard!

*

Pull back to reveal that Kevin is standing on one end of a simple, ENERGY CONSTRUCT BULLISTA.

**
**

STONEKEVIN

Hang on, do I get a vote in --

**

With a flinging gesture, Gwen LAUNCHES Kevin in the direction of the Failsafe at high speed, Gwen smiles.

**
**

GWEN

Nope.

KEVIN

<Thrown yell!>

**
**

KEVIN hurtles toward the Failsafe, and raises a spiky MACE FIST, he's going to bash the thing, with all the momentum of his flight.

**
**
**

KEVIN (CONT'D)

(attack CRY)

**
**

Instead, with a wet <PLOP>, he bounces off the Failsafe and falls to the ground. <CRASH!>

KEVIN (CONT'D)

(IMPACT)

GWEN rushes to his side as he rises to his feet.

*

GWEN

(explaining)

I was trying something.

*
*

Hearing <RUMBLING MOTORS> O.S., they turn to look...

**

THEIR POV - MILITARY-LOOKING JEEPS carrying SPECIAL TROOPS (maybe the army from "Vengeance of Vilgax"?) bump across the desert floor along the path of the still-lumbering Failsafe, who doesn't appear to notice them.

**
**

A COLONEL in the lead jeep yells through a BULLHORN as his vehicle comes to a stop.

COLONEL

Weapons ready!

*

The jeeps stop in the Failsafe's path. The SOLDIERS in each jeep raise HIGH-TECH WEAPONS.

**

GWEN AND KEVIN rush to the Colonel's jeep.

GWEN
Don't! There are people inside of
that thing!

**

The Colonel points to the distance, to a low clump of
BUILDINGS and THREE REACTOR TOWERS.

COLONEL
I'm sorry about that, but that's
Twin Mesa Nuclear Plant. Do you
understand what happens if we don't
stop it?

**

**

**

**

GWEN

**

But--

**

**

COLONEL
(into bullhorn)
FIRE!

THE WEAPONS <FIRE> powerful-looking ENERGY BEAMS!

THE FAILSAFE - the BEAMS <STRIKE> the creature with NO
EFFECT!

THE COLONEL signals to his men as the BUNKER HIGHBREED
arrives, looking satisfied.

**

COLONEL (CONT'D)
(into bullhorn)
FULL POWER! BRING THAT BOGEY DOWN!

**

*

BUNKER HIGHBREED
Idiotic cattle. You cannot hope to
succeed.

**

**

Kevin grabs the Bunker Highbreed.

KEVIN
Suppose we make you tell us how to
stop it?

**

BUNKER HIGHBREED
Unhand me, Vermin.

**

**

Bunker Highbreed easily shoves Kevin away, Kevin falls
backwards onto his butt.

**

**

BUNKER HIGHBREED (CONT'D)
A lower life form cannot force me
to do anything.

**

**

**

REINEY (O.S.)
No, but I can!

**

They all turn to see --

SHIP - Having landed nearby, and opened to reveal BEN and REINEY, THE SUPREME Highbreed (Last seen in "War of the Worlds") rushing urgently toward them, as the human soldiers continue trying to stop the Failsafe O.S.

**
**
*

The BUNKER Highbreed looks at Reiney.

BUNKER HIGHBREED

Who are you?!

BEN

He's Reinrassig the third,
seventh son of the noble Hybreed
House of Di Razza, direct
descendent of the pure-blooded High
Order of Rasecht...and Personal
friend of mine.

*

REINEY

BUNKER HIGHBREED
Then our people have not been exterminated...

REINEY

Clearly!

* *

BUNKER HIGHBREED
But...But I was only to be awakened
if we lost the war...

**

REINEY
The war has ended...and it was settled peacefully, thanks to Benbentennyson.

* *

BUNKER HIGHBREED
(disbelieving)
Peace...with the humans... then
what awaked me from hibernation?

**
**

REINEY
It must have been some sort of
accident.

**
**
**

GWEN
(realizing)
The earthquake! Don't you see?

REINEY
Whatever the cause, your orders are
clear. Shut down that weapon.

**
**
**

The Bunker Highbreed bows his head.

BUNKER HIGBREED
Supreme one, I would deactivate it
if I could, but once a Failsafe
sprouts, nothing can stop it!

**
**
*

KEVIN
You mean that thing's got an "on"
switch, but no "off?"

*

GWEN
What good is a failsafe if you can
turn it off?

REINEY
We implanted post-hypnotic seeds in
several dozen humans who had been
our prisoners. Those seeds were to
be activated, and the Failsafe
process started, only upon our
demise.

**
*
**

KEVIN
So what's it going to do, stomp us
all to death?

BUNKER HIGBREED
No. The Failsafe needs a large
power source to prime its
destructive energies.

**
**

They turn in horror to see the POWER PLANT, the creature
lumbering toward it, heedless of the SOLDIERS <BLASTING>
away!

GWEN
And when it's primed?

REINEY
It will explode. And the resulting
fallout will destroy your planet
within minutes.

*
*
**

The kids react with SHOCK AND SURPRISE as we --

FADE OUT.

END OF ACT TWO

ACT THREE

FADE IN:

EXT. DESERT - RESUME

The FAILSAFE continues on its path toward the NUCLEAR POWER PLANT as the SOLDIERS keep <BLASTING> it. The kids and the two Highbreed race on foot to keep up. *

KEVIN

We're not gonna just stand here and
let the Brussel Sprout that walks
like a man nuke us, are we? **

BEN

No, but fighting it head on hasn't
worked... **

GWEN

So who said head on? All plants
release gases in some way, right?
So this one must have some kind of
exhaust port. **

BEN

(nodding)

And if we can find it, we can get
inside and try to stop it from
there! **

KEVIN

Really. We're going to climb up its
exhaust port? *

BEN

You're going to climb. I'm going to
fly. **

He <TAPS> his OMNITRIX and TRANSFORMS. *

BEN (CONT'D)

Jetray! *

DISSOLVE TO: *

INT. FAILSAFE - CIRCULATORY SYSTEM - MOMENTS LATER

The three of them make their way through a corridor made of
VINE-LIKE TENDRILS. *

GWEN

Oh! It reeks in here. *

KEVIN
If you ever tell anybody about
this... *

Jetray TRANSFORMS back into BEN. The kids look around as they *
start walking. Ben holds his nose.

BEN
(holding nose) **
Trust me, it'll be our secret. **

KEVIN
What do you think would happen if I *
lit a match?

BEN
Don't.

Ben runs his hand along a vine lining the walls. **

BEN (CONT'D) **
These are like veins, and we're in **
its circulatory system, or **
something... **

GWEN **
The little ones carry fluids, the **
big ones exchange carbon dioxide **
for oxygen. **

Ben nods as they approach a JUNCTION of several more tunnels.

BEN
Then let's try and get to the **
center -- the heart or brain of **
this thing -- and shut it down! **

Gwen stops abruptly, pointing ahead.

GWEN
I don't think they'll let us.

THEIR POV - SIX SMALLER VERSIONS of the FAILSAFE, roughly the
kids' size, round the corners of the tunnels ahead, shambling
toward them, trailing VINES.

BEN
We're like germs... **

GWEN
...so it sent antibodies to stop **
us! **

BenHe <TAPS> his OMNITRIX and TRANSFORMS. **

DIAMONDHEAD
Diamondhead!

The kids leap into A BRIEF, EXCITING BATTLE. In QUICK CUTS,
we see:

KEVIN grappling with a MINI-FAILSAFE, as another comes up
behind him and wraps its TENDRILED ARMS around his NECK.

KEVIN
<Strain efforts>

- GWEN fending off two MINI-FAILSAFES with an <ENERGY BLAST>,
but the creatures simply wade forward through it.

GWEN
<Strain efforts>

- Two MINI-FAILSAFES extend VINE TENDRILS from their HANDS
toward DIAMONDHEAD, but he uses his DIAMOND SHARD BLASTS to
<CUT> through them -- They start to grow again as soon as
they're cut!

DIAMONDHEAD
<Slashing efforts!>

KEVIN
These things are as tough as the
big one!

GWEN
But the big one didn't notice us,
and these things definitely do!

DIAMONDHEAD falls to the ground, limbs encircled by VINES. He
PULLS and <SLASHES> at anything he can reach.

DIAMONDHEAD
<Oof!> Don't stop moving! <Slash
efforts> Keep going forward!

HIS HAND grabs a VINE and PULLS HARD. The vine --

<POPS> free from where it's attached to the WALL!

THE MINI-HYBRID connected to the vine immediately FREEZES and
TOPPLES OVER, its PLANT MATTER instantly starting to DECAY!

KEVIN
What did you do?!

GWEN
They're all attached to the walls
by vines...like umbilical cords!

KEVIN
Or power cords.

**
**

The PLANT MATTER melts away from the MINI-HYBRID'S fallen form, revealing...ONE OF THE HUMANS that had stood with Max inside the chrysalis!

The KIDS look at each other with determination.

DIAMONDHEAD
Cut 'em.

*

More QUICK SHOTS:

- DIAMONDHEAD'S FINGERS <SLICE> through an umbilical vine! *
- KEVIN'S HANDS roughly <TEAR> free an umbilical vine. *
- An <ENERGY BLAST> <CUTS> yet another vine! *
- MINI-HYBRIDS fall over like puppets with their strings cut.
- DIAMONDHEAD uses TWO FINGERS to <SCISSOR> through a vine! *
- GWEN grabs a vine, her HANDS GLOWING, and it <EXPLODES> between them!

THE KIDS stand over the MINI-HYBRIDS, looking on anxiously as the PLANT MATTER melts away, revealing the OTHER HUMANS.

GWEN
No sign of Grandpa Max...

*

DIAMONDHEAD
(grimly)
So we keep looking.

*

He picks a tunnel and plunges ahead. Kevin and Gwen follow. *

DISSOLVE TO:

INT. FAILSAFE - NERVE CENTER - MOMENTS LATER

ON THE KIDS, emerging from the TUNNEL into a LARGE SPACE we can't fully see yet. Diamondhead is still in the lead. Gwen looks at him before she takes in the chamber they've reached. *

GWEN
Are you sure this is the right way?

DIAMONDHEAD
(looking around)
Pretty sure. Yeah.

*

**

Gwen looks too, as does Kevin, and they all register awe... *

THEIR POV - The massive, towering NERVE CENTER of the FAILSAFE, like a giant vertical SHAFT, filled with VINES of all thickness running up and down, many converging on --

GWEN
(looking up, shocked)
GRANDPA!

-- MAX, suspended in the center of the chamber, "wired in" to the Failsafe through DOZENS of umbilicals growing his body. ** His eyes are rolled back, blank.

GWEN (CONT'D)
The Failsafe's using him as its
brain!

DIAMONDHEAD starts scaling the vines, trying to get up closer * to Max. Kevin and Gwen follow as best they can. *

BEN
Grandpa!

Grandpa Max stirs, his eye flick towards the kids. **

CUT TO:

EXT. POWER PLANT - CONTINUOUS

The FAILSAFE looms over the REACTOR TOWERS, coming to a stop, then bending down to grasp for them. POWER PLANT WORKERS run * away in terror.

CUT TO:

INT. FAILSAFE - NERVE CENTER - CONTINUOUS

Diamondhead continues to climb toward Max, reaching a level * where he can look Max in the eyes.

DIAMONDHEAD
You're the only one who can stop
it, Grandpa! Focus on my voice!

Max continues to TWITCH, but the VINES seem to <TIGHTEN>
around him.

KEVIN
The power of love isn't cutting it.

GWEN
So let's do some cutting ourselves.

The kids frantically pull and slash at the vines, <TEARING> them away in clumps...

DIAMONDHEAD/GWEN/KEVIN
<Pull/tear efforts>

...but the vines REGROW AND RECONNECT to Max just as quickly!

KEVIN
(frustrated)
Any house I ever have is gonna have desert landscaping. No plants!

DIAMONDHEAD
Why didn't I think of it before?

Diamondhead <TAPS> the OMNITRIX and transforms back to Ben.

GWEN
Think of what?

BEN
We're fighting a giant plant, and I've got an alien that can control plants!

He <TAPS> the OMNITRIX again and TRANSFORMS into Swampfire.

SWAMPFIRE
Swampfire!

SWAMPFIRE stands before Gwen and MetalKevin.

GWEN
Can you control all this?

SWAMPFIRE
Probably not. But I should be able to cut the connection to Grandpa Max!

Swampfire closes its EYES.

MAX shudders violently!

ZOOM IN THROUGH MAX'S EYES, CSI-STYLE, down into his VEINS, where we see infiltrating PLANT LIFE RECEDE and pull away!

OUTSIDE MAX - UMBILICALS drop away from his body, and Max falls into Kevin's arms, groggy.

MAX

So Devlin Levin laid own cover
fire, while I defused the bomb ...
Have I told this story before?

**
**
**

SWAMPFIRE/GWEN/KEVIN

Yeah!/All right, Grandpa!/Cool!

**
*

CUT TO:

EXT. POWER PLANT - CONTINUOUS

The FAILSAFE'S HAND FREEZES just before it can grasp a CORE
TOWER. The entire creature stands frozen.

*

The Highbreed watch anxiously.

**

COLONEL

Did they -- ?

**

REINEY

It appears so.

SOLDIERS

<Celebratory cheers!>

Then there's a MASSIVE <CREAKING NOISE>, and all the CHEERING
STOPS as they see the FAILSAFE starting to topple over!

REINEY

This may be a problem.

*

CUT TO:

INT. FAILSAFE - NERVE CENTER - CONTINUOUS

The kids and Max lose their balance as the Failsafe starts to
tilt. VINES and PLANT MATTER rain down around them!

*

SWAMPFIRE

There's no brain making this thing
stand anymore.

*

*

GWEN

If we're still inside when it falls
over...!

*

*

BUNKER HIGBREED (O.S.)

You have a bigger problem.

**

**

The Kids and Max turn to see Bunker Highbreed, standing
behind them. Kevin's ready to fight. Pieces of the walls and
ceilings are beginning to crumble and fall.

**

**

**

KEVIN **
Here to finish the job, huh? **

BUNKER HIGBREED **
As a matter of fact, insect. That **
is precisely why I'm here. **

BEN **
We'll fight you. **

BUNKER HIGBREED **
You understand nothing. My orders **
were to destroy you, so I unleashed **
this weapon. Now my orders are to **
stop it, and so I shall. **

GWEN **
This place is coming apart, if you **
stay here... **

BUNKER HIGBREED **
All the more reason for you to **
gather the other humans and leave **
this place. **

Bunker grabs the control vines. **

BUNKER HIGBREED (CONT'D) **
Go! **

The Kids and Max scramble down the vines. **

CUT TO:

EXT. POWER PLANT - MOMENTS LATER

The Highbreed and the Colonel shield their eyes as the **
rumbling Failsafe takes two steps back, then falls over with **
a <DEAFENING CRASH>, just missing the Power Plant! As we **
watch, the giant corpse CRUMBLES TO DUST. **

REINEY
Benbentennyson...!

KEVIN (O.S.) *
...is just fine. And so are we, *
thanks for asking.

The Highbreeds look up to see the KIDS, the FORMERLY
ZOMBIFIED HUMANS, AND MAX in a FORCE-SPHERE maintained by
Gwen. The bubble disappears, and SWAMPFIRE reverts to BEN. *

GWEN

We found a way out, just in time.

**

KEVIN

Not through the exhaust port,
thankfully.

BEN turns to MAX, who still looks a bit dazed.

BEN

You okay, Grandpa?

MAX

I am. Good work, Kids.

*

Reiney acknowledges Ben.

REINEY

Yes, Benbentennyson. You have once
again done well.

**

**

A saddened Ben's looking over at the debris from the
Failsafe.

**

**

BEN

Not that well, the other Highbreed
was in there, he's the one who
saved the power plant.

**

**

**

REINEY

He was a soldier, doing his duty.
There is no higher honor for a
Highbreed.

**

**

**

**

**

FADE OUT:

END OF ACT THREE

TAG

FADE IN:

EXT. POWER PLANT - RESUME

Ben is talking to Reiney.

**

GWEN

**

Just tell us: Are there any more
Highbreed doomsday plans left on
Earth we should know about?

**

**

**

**

The Highbreed Commander shakes his head.

**

REINEY

**

Absolutely not.

**

(beat; suddenly unsure)

**

I will check the records.

**

**

As the Gwen and Kevin exchange looks as if to say, "Oh,
great... Ben gestures for them to follow him back the way
they came.

**

**

BEN

**

C'mon, Reiney! I'll have Ship give
you a ride home.

**

**

Gwen turns to Max, who's looking a little green.

GWEN

**

Grandpa, are you really okay?

**

MAX

**

I really am, except for one thing.
This little adventure's definitely
put me off my vegetables.

**

**

**

The <WIND> ruffles their hair, and they all wrinkle their
noses. They turn to see the FAILSAFE, rotting in the sun.

**

ALL

**

<Noises of disgust>

**

FADE OUT.

END OF EPISODE